

EXHIBIT 10

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A

OMB APPROVAL
OMB Number: 3235-00595
Expires: February 28, 2006
Estimated average burden hours per response..... 12.75

**Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)**

Filed by the Registrant ☒
Filed by a Party other than the Registrant ☐

Check the appropriate box:

- ☐ Preliminary Proxy Statement
☐ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
☒ Definitive Proxy Statement
☐ Definitive Additional Materials
☐ Soliciting Material Pursuant to Rule §240.14a-12

Avaya Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

☒ No fee required.

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires certain of our executive officers, our Directors and persons who own more than 10% of a registered class of Avaya's equity securities to file initial reports of ownership and changes in ownership with the SEC and the NYSE. These executive officers, Directors and shareholders are required by SEC regulations to furnish us with copies of all Section 16(a) forms they file. Based solely on a review of the copies of such forms furnished to us and written representations from the applicable executive officers and our Directors, all persons subject to the reporting requirements of Section 16(a) filed the required reports on a timely basis for the fiscal year ended September 30, 2005.

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III. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

Set forth in the following table is the beneficial ownership of Common Stock as of October 3, 2005 (or such other date as provided below) for our Directors, the executive officers listed in the Summary Compensation Table, Directors and executive officers as a group and each person or entity known by us to beneficially own more than five percent of the outstanding shares of our Common Stock.

<u>Name</u>	<u>Our Common Stock Beneficially Owned</u>	<u>Percent of Outstanding Shares Beneficially Owned</u>
Dodge & Cox 555 California Street, 40th Floor San Francisco, California 94104	58,254,748(1)	12.4%
Donald K. Peterson	6,572,890(2)(3)(4)(7)	1.4%
Garry K. McGuire	1,654,183(2)	*
Michael C. Thurk	973,518(2)	*
Louis J. D'Ambrosio	891,000(2)	*
Francis M. Scricco	815,000(2)	*
Bruce R. Bond	53,462(3)	*
Joseph P. Landy	77,204(3)(5)	*
Mark Leslie	107,986(2)(6)	*
Philip A. Odeen	130,168(2)(3)	*
Hellene S. Runtagh	55,462(3)	*
Daniel C. Stanzione	129,863(2)(3)	*
Paula Stern	54,767(2)(3)(8)	*
Anthony P. Terracciano	151,897(2)(3)	*
Richard F. Wallman	18,282(3)	*
Ronald L. Zarrella	68,503(2)(3)	*

Directors and executive officers as a group, including

those named above (19 Persons)

14,991,552(2)(3)(4)(5)

3.2%

* Indicates less than 1%.

(1) Represents number of shares held as of September 30, 2005, according to a Form 13F filed by Dodge & Cox with the SEC on November 14, 2005. According to the Form 13F, Dodge & Cox has (i) sole voting power as to 55,084,748 shares of our Common Stock and shared voting power as to 524,600 shares of our Common Stock and (ii) sole dispositive power as to 58,254,748 shares of our Common Stock.

(2) Includes beneficial ownership of the following numbers of shares that may be acquired within 60 days of October 3, 2005 pursuant to stock options awarded under Avaya stock plans:

• Donald K. Peterson	5,362,716	• Philip A. Odeen	87,719
• Garry K. McGuire	1,605,000	• Daniel C. Stanzione	45,716
• Michael C. Thurb	866,389	• Paula Stern	24,351
• Louis J. D'Amrosio	729,167	• Anthony P. Terracciano	70,422
• Francis M. Sricco	815,000	• Ronald L. Zarrella	28,169
• Mark Leslie	56,786	• Directors and executive officers as a group	12,683,609

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(3) Includes ownership of the following numbers of shares of Common Stock, including shares of Common Stock underlying restricted stock units that have vested or could vest within 60 days of October 3, 2005, for which receipt has been deferred under the Avaya Inc. Deferred Compensation Plan such that the shares would not be received within 60 days of October 3, 2005.

• Donald K. Peterson	842,934	• Paula Stern	26,844
• Bruce R. Bond	24,570	• Anthony P. Terracciano	2,978
• Joseph P. Landy	19,417	• Richard F. Wallman	10,278
• Philip A. Odeen	33,449	• Ronald L. Zarrella	40,334
• Hellene S. Runtagh	24,570	• Directors and executive officers as a group	1,169,934
• Daniel C. Stanzione	61,312		

(4) Includes beneficial ownership of the following numbers of shares of Common Stock underlying restricted stock units that may be acquired within 60 days of October 3, 2005:

358,280 (a)
438,280 (a)

- Donald K. Peterson
- Directors and executive officers as a group

(a) Mr. Peterson has elected to defer receipt of 358,280 shares of Common Stock underlying these restricted stock units until his employment with the Company terminates.

(5) Mr. Landy is a managing member and co-president of Warburg Pincus LLC, and he is the representative designated to Avaya's Board by the Warburg Pincus Entities pursuant to the transactions described under "Corporate Governance and Related Matters—Certain Relationships and Related Party Transactions."

In addition to 77,204 shares held in his capacity as a Director of Avaya, Mr. Landy may be deemed to have an indirect pecuniary interest in an indeterminate portion of the shares of Common Stock held by the Warburg Pincus Entities (the "Warburg Pincus Shares").

As of October 3, including the Warburg Pincus Shares, the number of shares beneficially owned by Mr. Landy and by Avaya's Directors and executive officers as a group was 17,652,689 and 32,567,037, respectively and the percentage of outstanding shares beneficially owned by Mr. Landy and by Avaya's directors and executive officers as a group was 3.7% and 6.9%, respectively. However, assuming that the consummation of the transactions on October 26, 2005 with the Warburg Pincus Entities identified under "Corporate Governance and Related Matters—Certain Relationships and Related Party Transactions" had occurred by that date, the number of shares beneficially owned by Mr. Landy and by Avaya's Directors and executive officers as a group would have been 233,733 and 15,148,081, respectively and the percentage of outstanding shares beneficially owned by Mr. Landy and by Avaya's Directors and executive officers as a group would have been less than 1% and 3.2%, respectively. Mr. Landy disclaims beneficial ownership of the Warburg Pincus Shares, except to the extent of his indirect pecuniary interest therein.

(6) Includes 51,200 shares owned by family trusts, family partnerships and a foundation in which Mr. Leslie disclaims any beneficial ownership, except to the extent of his pecuniary interests therein.

(7) Prior to Avaya's spin-off from Lucent Technologies Inc. ("Lucent"), Mr. Peterson held shares of Lucent common stock in a deferred account. Following the spin-off, those shares were converted into 8,960 shares of Avaya Common Stock, and those shares, which are reflected in the total amount indicated, continue to be held in a deferred account for Mr. Peterson's benefit.

(8) Includes 18 shares owned by trusts in which Dr. Stern disclaims any beneficial ownership, except to the extent of her pecuniary interests therein.

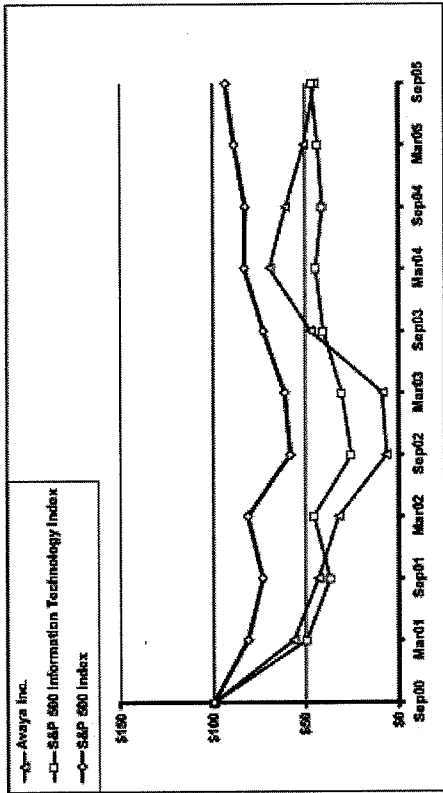
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IV. EXECUTIVE COMPENSATION AND OTHER INFORMATION

Information under the headings "Report on Executive Compensation" and "Performance Graph" does not constitute soliciting material and shall not be deemed incorporated by reference by any general statement incorporating this Proxy Statement into any filing under the Securities Act of 1933, as amended, or under the Securities Exchange Act of 1934, as amended, except to the extent that Avaya specifically incorporates this information by reference, and shall not otherwise be deemed filed under such Acts.

Philip A. Odeen (Chairman)
 Joseph P. Landy Mark Leslie Richard F. Wallman Ronald L. Zarrella

PERFORMANCE GRAPH
 COMPARISON OF CUMULATIVE TOTAL RETURN*
 AMONG AVAYA INC., THE S&P 500 INFORMATION TECHNOLOGY INDEX
 AND THE S&P 500 INDEX



	9/30/00	3/31/01	9/30/01	3/31/02	9/30/02	3/31/03	9/30/03	3/31/04	9/30/04	3/31/05	9/30/05
Avaya Inc.	\$100.00	\$56.68	\$43.16	\$32.17	\$6.23	\$8.89	\$47.52	\$69.23	\$60.77	\$50.92	\$44.90
S&P 500 Information Technology Index	\$100.00	\$49.37	\$36.64	\$45.71	\$25.27	\$30.78	\$40.31	\$44.35	\$41.10	\$43.24	\$46.63
S&P 500 Index	\$100.00	\$81.25	\$73.38	\$81.44	\$58.35	\$61.28	\$72.58	\$82.80	\$82.65	\$88.34	\$92.78

* Assumes that the value of the investment in our Common Stock and each index was \$100 on September 30, 2000 and that all dividends were reinvested. Historical stock performance during this period may not be indicative of future stock performance.